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Signed and Filed: May 8, 2019

DENNIS MONTALI  
U.S. Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

**In re:**

Bankruptcy Case No. 19-30088 (DM)

**PG&E CORPORATION,**

Chapter 11

**- and -**

(Lead Case) (Jointly Administered)

**PACIFIC GAS AND ELECTRIC  
COMPANY,**  
**Debtors.**

**ORDER GRANTING MOTION TO FILE  
REDACTED DOCUMENTS IN SUPPORT OF  
APPLICATION PURSUANT TO 11 U.S.C. §§  
327(a) AND 328(a) AND FED. R. BANKR. P.  
2014(a) AND 2016 FOR AUTHORITY TO RETAIN  
AND EMPLOY PRICEWATERHOUSECOOPERS  
LLP AS MANAGEMENT, TAX, AND ADVISORY  
CONSULTANTS TO THE DEBTORS *NUNC PRO  
TUNC* TO PETITION DATE**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead  
Case, No. 19-30088 (DM).*

[No Hearing Requested]

1           Upon the Motion, dated May 1, 2019 (the “**Redaction Motion**”), of PG&E Corporation and  
2 Pacific Gas and Electric Company, as debtors and debtors in possession (together, “**PG&E**” or  
3 the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to sections  
4 105(a) and 107(b) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 9018 of the  
5 Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 1001-2(a) of the Bankruptcy  
6 Local Rules for the United States District Court for the Northern District of California (the “**Bankruptcy**  
7 **Local Rules**”) and the *New District Wide Procedures for Electronically Filing Sealed and Redacted*  
8 *Documents* adopted by the United States Bankruptcy Court for the Northern District of California (the  
9 “**Local Procedures**”), for entry of an order (i) authorizing the Debtors to file with certain limited  
10 redactions the MSA (as defined in the Redaction Motion) related to the *Application Pursuant to 11*  
11 *U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ*  
12 *PricewaterhouseCoopers LLP as Management, Tax, and Advisory Consultants to the Debtors Nunc Pro*  
13 *Tunc to Petition Date* (the “**Application**”), and (ii) directing that the unredacted copies of the MSA  
14 provided to the Court shall remain under seal and confidential and not be made available to anyone  
15 without the consent of the Debtors and the other parties to the MSA or further order from the Court<sup>1</sup>;  
16 and consideration of the Redaction Motion and the requested relief being a core proceeding pursuant to  
17 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409;  
18 and the Court having found and determined that notice of the Redaction Motion as provided to the parties  
19 listed therein is reasonable and sufficient, and it appearing that no other or further notice need be  
20 provided; and this Court having reviewed the Redaction Motion and the Smith Declaration submitted in  
21 support of the Redaction Motion; and this Court having determined that the legal and factual bases set  
22 forth in the Redaction Motion establish just cause for the relief granted herein; and it appearing that the  
23 relief requested in the Redaction Motion is in the best interests of the Debtors, their estates, creditors,  
24 shareholders, and all parties in interest; and upon all of the proceedings had before this Court and after  
25 due deliberation and sufficient cause appearing therefor,

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<sup>1</sup> Capitalized terms used but not defined in this Order shall have the meanings ascribed to them in the Redaction Motion.

**IT IS HEREBY ORDERED THAT:**

1. The Redaction Motion is granted as provided herein.

2. The Debtors are authorized to file redacted copies of certain Engagement Agreements pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018.

3. The unredacted copies of the Engagement Agreements provided to the Court are confidential, shall remain under seal, and shall not be made available to anyone without the consent of the Debtors and the parties to the Engagement Agreements.

4. Notice of the Redaction Motion as provided therein shall be deemed good and sufficient and the requirements of the Bankruptcy Local Rules are satisfied by such notice.

5. The Debtors are authorized to take all necessary actions to effectuate the relief granted pursuant to this Order in accordance with the Redaction Motion.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**\*\* END OF ORDER \*\***